

EXHIBIT I

**Hitul Gandhi, et al v.
Dell, Inc., et al**

**Hitul Gandhi
November 5, 2008**

1 IN THE UNITED STATES DISTRICT COURT
2 IN THE WESTERN DISTRICT OF TEXAS
3 AUSTIN DIVISION
4 HITUL GANDHI, Individually)
5 and on behalf of a class)
6 of others similarly)
7 situated,)
8 Plaintiff,)
9) CASE NO:1:08cv-00248-SS
10 v.)
11)
12 DELL, INC., and DELL)
13 MARKETING USA, L.P.,)
14 Defendants.)
15

10

11

12 ORAL DEPOSITION OF
13 HITUL GANDHI
14 November 5, 2008
15 Volume 1
16

15

16 ORAL DEPOSITION OF HITUL GANDHI, produced
17 as a witness at the instance of the Defendant Dell
18 Marketing USA, L.P., and duly sworn, was taken in the
19 above-styled and numbered cause on the 5th of November,
20 2008, from 9:39 a.m. to 1:22 p.m., before Leigh Anne
21 Williams, CSR in and for the State of Texas, reported by
22 machine shorthand, at the law offices of Ogletree,
23 Deakins, Nash, Smoak & Stewart, P.C., 301 Congress
24 Avenue, Suite 1250, Austin, Texas, pursuant to the
25 Federal Rules of Civil Procedure.

**Wright Watson and Associates, L.L.C.
512-474-4363**

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Dell, Inc., et al

Hitul Gandhi
November 5, 2008

1 goes. It was a 60/40 split, you know, and we had SPIFs.

2 Everything was pretty much similar.

3 Q. So, you started off at 60/40 in Round Rock?

4 A. Correct.

5 Q. And did it stay 60/40 the whole time?

6 A. Yes.

7 Q. And you also received over -- a base salary?

8 A. Yes.

9 Q. And also were paid for overtime?

10 A. I -- Yes, because we -- again, we received a
11 quarterly check that says overtime.

12 Q. You moved to Round Rock in what year?

13 A. It was October of '06. Yes.

14 (Exhibit 1 marked.)

15 Q. (By Mr. Fox) Mr. Gandhi, let me show you what
16 we've marked as Exhibit 1 to your deposition, and it's
17 SMB Sales Compensation Policies and Guidelines FY06, and
18 ask you just to thumb through that presentation a moment,
19 if you will.

20 A. (Complies.)

21 Q. Mr. Gandhi, have you ever seen either the
22 presentation that's contained in what's been marked as
23 Exhibit 1 or any similar presentation while you were at
24 Dell?

25 A. Very similar, but not these -- Some of -- Most

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Hitul Gandhi, et al v.
Dell, Inc., et al

Hitul Gandhi
November 5, 2008

1 of these I have not seen at all.

2 Q. Okay. Let's just kind of walk through it. Let
3 me first ask you, was PowerPoint a common method of
4 providing information to Dell employees while you were
5 there?

6 A. Yes.

7 Q. And was that true both in Roseburg and
8 Round Rock?

9 A. Yes.

10 Q. And the -- If you'd look at the -- and if you
11 notice on the bottom of Exhibit 1, there's some letter --
12 or numbers, Dell 1821.

13 A. Uh-huh.

14 Q. If we -- I may refer to that just to help us
15 move through the pages.

16 A. Okay.

17 Q. If you look at Dell 1822, the top slide is a
18 payout schedule. Is that the payout schedule for
19 commissions? Is -- Have you seen that document?

20 A. I've seen similar ones to these.

21 Q. Right.

22 A. We had documents, a calendar where it showed us
23 when we got our commission and base salary.

24 Q. And then the second slide on 1822 is entitled
25 "SRIB - Target Incentive Mix." Do you know what SRIB is?

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Dell, Inc., et al

Hitul Gandhi
November 5, 2008

1 Q. Okay. Why don't we take a break.

2 A. Okay.

3 Q. We've been going for a while.

4 And that's one of the things I forgot to
5 say to you. If, at any time, you want to take a break,
6 just let me know. That's one of the good things about
7 doing it informally.

8 A. Good. Thank you. Great.

9 (Recess.)

10 (Exhibit 2 marked.)

11 Q. (By Mr. Fox) Mr. Gandhi, I've handed you
12 what's been marked as Deposition Exhibit 2 to your
13 deposition, and this is a Kronos New Hire Training, and
14 Kronos, is that the timekeeping program where you would
15 enter your time that we've been talking about?

16 A. Yes.

17 Q. And I just want to walk through this with you,
18 and if you'll look again at the bottom of Dell 289, it's
19 a screen shot. And tell me, is that the screen shot you
20 would get at any time when you worked at Dell when you
21 went to go to Kronos or have you seen something similar
22 to that? Does that look familiar?

23 A. I know about a "You and Dell." There was a Web
24 site called "You and Dell," and it showed a Web site
25 about our health insurance. There was a list of things

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Dell, Inc., et al

Hitul Gandhi
November 5, 2008

1 that were on there and -- Yeah, there was health
2 insurance, where you can do your 401(k) or stock purchase
3 plan, check -- go to your online pay stub, Kronos.

4 Q. And the way this screen shot looks, looks like
5 it's got a box around the Kronos time sheet. I'm
6 assuming that would mean if you clicked on that box,
7 would it take you to your Kronos time sheet?

8 A. Yes.

9 Q. Okay. And if you look at Dell 290, the next
10 page, is this a picture of the screen shot of the log-on
11 you would get when you went into Kronos?

12 A. It looks familiar, yes, where you put in your
13 user name and password.

14 Q. And then that would take you to your
15 individualized Kronos page?

16 A. Correct, yes.

17 Q. And then if you look at Dell 291, is this a
18 screen shot of what your Kronos time card looked like?

19 A. Yeah, it looks very familiar.

20 Q. Did it -- Did that change in the time you were
21 at Dell ever or did it stay pretty much the same?

22 A. It stayed the same.

23 Q. And as I understand, what you would do is you
24 would click, like, on Monday 4-14, and would that open up
25 that day for you to enter your time, or how would that

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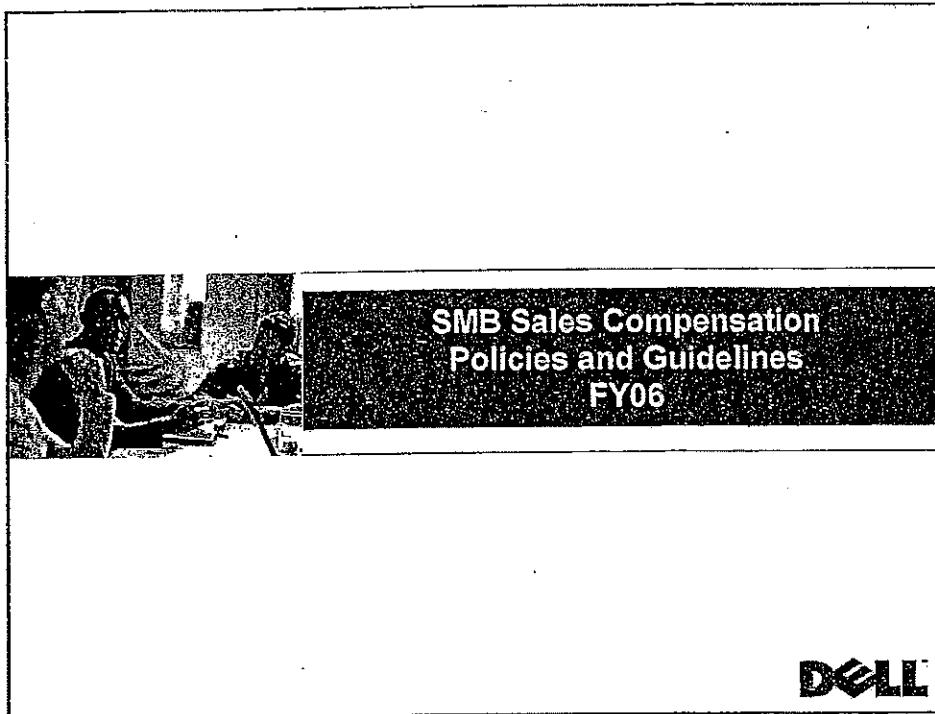


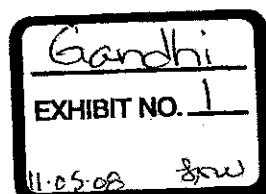
Table of Contents

| | |
|--|---|
| <ul style="list-style-type: none">• <u>FY06 Payout Calendar</u>• <u>SR Target Incentive Mix</u>• <u>OT Calculations</u>• <u>Acceleration</u>• <u>SPIFs</u>• <u>Stacks bonuses</u>• <u>Bonus Plans</u>• <u>Guarantees/Ramped Quotas</u>• <u>Margin Adders</u>• <u>Circle of Excellence</u>• <u>Quota Relief</u> | <ul style="list-style-type: none">• <u>Mentor Relief</u>• <u>Margin Flooring</u>• <u>SMB Promotion Policies</u>• <u>Leave of Absence Guidelines</u>• <u>Pay Back Policy</u>• <u>Pay Review</u>• <u>Exceptions Review</u>• <u>Quota Reductions for Assigned Workers</u>• <u>Manager Quota Calculations/Reductions</u>• <u>Coaches/Rotations/Int'l Assignees</u>• <u>Comp Plan Link</u> |
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2

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¹
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FY06 Payout Schedule

| Commission Pay | Base Pay Date | Dell Holiday | |
|----------------------|----------------------|----------------------|----------------------|
| Q1 | Q2 | Q3 | Q4 |
| February | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 2 3 4 5 6 7 8 | 2 3 4 5 6 7 8 | 2 3 4 5 6 7 8 | 2 3 4 5 6 7 8 |
| 10 11 12 13 14 15 16 | 10 11 12 13 14 15 16 | 10 11 12 13 14 15 16 | 10 11 12 13 14 15 16 |
| 17 18 19 20 21 22 23 | 17 18 19 20 21 22 23 | 17 18 19 20 21 22 23 | 17 18 19 20 21 22 23 |
| 24 25 26 27 28 29 30 | 24 25 26 27 28 29 30 | 24 25 26 27 28 29 30 | 24 25 26 27 28 29 30 |
| March | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 7 8 9 10 11 12 13 | 7 8 9 10 11 12 13 | 7 8 9 10 11 12 13 | 7 8 9 10 11 12 13 |
| 16 17 18 19 20 21 22 | 16 17 18 19 20 21 22 | 16 17 18 19 20 21 22 | 16 17 18 19 20 21 22 |
| 23 24 25 26 27 28 29 | 23 24 25 26 27 28 29 | 23 24 25 26 27 28 29 | 23 24 25 26 27 28 29 |
| April | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 |
| 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 |
| 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 |
| July | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 |
| 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 |
| 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 |
| October | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 |
| 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 |
| 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 |
| January | | | |
| M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 | M 1 2 3 4 |
| 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 | 8 9 10 11 12 13 14 |
| 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 | 15 16 17 18 19 20 21 |
| 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 | 22 23 24 25 26 27 28 |

<http://inside.us.dell.com/sales/scia/index.asp?page=Calendar&jidname=FY06>

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3

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SRIB – Target Incentive Mix

- **Base Pay (Bi-weekly paycheck) – 80%**
 - Your annual base pay is 80% of your annual Total Targeted Compensation (TTC)
 - You are responsible for filling out timesheets in Kronos every other week for your base pay
 - Bi-weekly paychecks are paid one week in arrears
 - Base Pay Calculation for SRIB with an annual TTC of \$28,180 (Base of \$22,380, TI of \$5,800)
 - Bi-weekly pay = $\$22,380 / 26 \text{ pay periods} = \860.77 (before deductions)
- **Incentive Pay (Monthly commission check) – 20%**
 - Your annual target incentive (TI) is 20% of your annual TTC
 - Commissions are paid monthly, one month in arrears
 - Incentive Pay Calculation for SRIB with an annual TTC of \$28,180 (Base of \$22,380, TI of \$5,800)
 - Monthly Target Incentive = $\$5,800 / 52 \text{ weeks} = \446.16 in 4 week month (before deductions)

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[Home](#)

4

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2
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SRI and above – Target Incentive Mix

- **Base Pay (Bi-weekly paycheck) – 60%**
 - Your annual base pay is 60% of your annual Total Targeted Compensation (TTC)
 - You are responsible for filling out timesheets in Kronos every other week for your base pay
 - Bi-weekly paychecks are paid one week in arrears
 - Base Pay Calculation for SRI with an annual TTC of \$32,381 (Base of \$19,381, TI of \$13,000)
 - Bi-weekly pay = $\$19,381 / 26 \text{ pay periods} = \745.43 (before deductions)
- **Incentive Pay (Monthly commission check) – 40%**
 - Your annual target incentive (TI) is 40% of your annual TTC
 - Commissions are paid monthly, one month in arrears
 - Incentive Pay Calculation for SRI with an annual TTC of \$32,381 (Base of \$19,381, TI of \$13,000)
 - Monthly Target Incentive = $\$13,000 / 52 \text{ weeks} = \$1,000$ in 4 week month (before deductions)

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Two separate calculations are used to capture the total overtime premium. One is for base salary (see below) and one is for incentive pay (see next slide).

To understand the *"time and a half"* calculation, remember you are already paid for your *time* in your biweekly salary paycheck. The additional payment for the *"half"* is reflected below and paid in addition to your regular salary paycheck.

Calculation: Base Pay Overtime

SRIB Annual TTC: \$28,180
 Bi-weekly base salary: \$860.77
 Weekly base salary: \$430.39
 Total hours worked in week 1: 45 = 5 hours of OT

1. $\$430.39 / 45 = \9.57 (regular rate of pay)
2. $5 \times .5 \times \$9.57 = \23.93 (base pay overtime premium for one week)

NOTE: The base salary overtime premium is calculated weekly based on total hours worked and is paid on a bi-weekly basis.

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Calculation: Incentive Overtime

SRIB Annual TTC: \$28,180

Quarterly Incentive Earned: \$1,450 (\$5800/4 quarters)

Total hours worked in quarter: 585 (assuming 45 hours/week in 13 week period) or 65 hrs of OT

1. \$1,450 (incentive earned)/585 (total hours worked) = \$2.48 (regular rate of pay)

2. 65 (overtime hours/qtr) x .5 (overtime rate or the "half") x \$2.48 (regular rate of pay) = \$80.60 (incentive overtime premium)

NOTE: The incentive overtime premium is calculated at the completion of a Dell fiscal quarter. It is based on total hours worked and incentive pay earned during the quarter. This is paid after commissions have been paid for the last month of the quarter.

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[Home](#)

7

**Acceleration****Acceleration**

— What is acceleration?

- Acceleration means that you will be paid a multiple of your attainment for every percentage point over 100%
 - SRIBs are paid 2x
 - SRI and above are paid 4x

— Example Calculation

- SRIB hits 110% attainment; SRIB has a monthly TI of \$446.16 (four week month)
 - $110\% - 100\% = 10\%$
 - $10\% \times 2 = 20\%$ (SRIBs have 2x accelerators)
 - $100\% + 20\% = 120\%$
 - SRIB is paid out 120% of monthly TI of \$446.16 = \$535.40
- SRI hits 110% attainment, SRI has a monthly TI of \$1,000 (four week month)
 - $110\% - 100\% = 10\%$
 - $10\% \times 4 = 40\%$ (SRI's and above have 4x accelerators)
 - $100\% + 40\% = 140\%$...rep is paid out at 140%
 - SRI is paid out 140% of monthly TI of \$1,000 = \$1,400

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[Home](#)

8



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SPIFs

- SPIFs are designed to provide incentive pay to drive sales of a particular product
- SPIFs are typically paid out monthly for those on monthly quotas
- You must be here on the date of payout to receive payment
 - Any exception to this must be approved by HR, Finance, Sales Management and Americas Comp.

For specific SPIF information and tracking, visit the following website:

— http://d2vyp631.us.dell.com/spiff_reports/new_spiff_reporting.asp

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Home

9



SPIFs/Contests

- SPIFs/Contests
 - SPIFs/contests also will have a 80% entry gate, similar to the stacks bonus. If you are below 80% in Salinas/COIN\$ actual attainment, you will not receive SPIF payouts.
 - Guarantees and floors only apply to commission payout; they do not apply to SPIF calculations and payouts.
 - This is effective for all sales makers who participate in a SPIF program in SMB.
 - Per SMB Sr. Mgmt discretion, certain contests may be exempt from the 80% gate.
 - SPIF earnings will be multiplied by the SPIF modifier to determine actual payout . See payout bands on slide 12.
 - In addition, the returns modifier will still apply for company 04.

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10



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Stacks Bonus

- Stacks bonuses are provided to drive and reward above and beyond performance against particular metrics
 - Because driving revenue and margin is primary, core *actual* attainment must be greater than 80% in order to receive the stacks bonus payout (flooring does not apply to this gate)
 - See slide 12 for new payout bands which determine actual payout
 - This applies to all groups in SMB
 - Any exceptions to the gate must be reviewed and approved by sales management, HR and Finance.
 - New reps will be included in respective group's stack rankings
 - No manuals will be included in stacks calculations unless approved through exceptions review process
 - Groups with ≥ 3 members must stack rank if similar targets exist
 - If you work the entire period but leave before payout date, you will be eligible for payout.
 - Stacks are paid monthly for monthly businesses and quarterly for quarterly businesses.
 - Stacks will be paid on the next regularly scheduled base check following your monthly commission check. See slide 3 for exact dates.
- For specific stacks bonus information, visit the following website:
 - http://d2vyp631.us.dell.com/reporting_center.asp

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11



SPIF and Stack Bonus Gates

- SPIFs and Stacks Bonus have an 80% entry gate for payout.
 - Sales reps with core attainment less than 80% will not receive a SPIF or Stacks Bonus payout.
 - Guarantees and floors do not apply to SPIF and Stacks Bonus payouts; they only apply to commission payouts
 - Stacks bonus earnings and SPIF earnings will be multiplied by a modifier based on actual attainment to determine payout. The following payout bands will apply:

| Attainment | Multiplier |
|------------|------------|
| <80% | 0% |
| 80-89.99% | 80% |
| 90-99.99% | 90% |
| 100%+ | 110% |

- SPIF Example: Rep earns \$400 in monthly SPIFs and hits 105% attainment. The actual payout will be $\$400 \times 110\% = \440
- Stacks Bonus Example: BSOT rep hits 1st quartile and is thus eligible for \$500 payout. Rep achieves 105% attainment. Payout is $\$500 \times 110\% = \550

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12



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6
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Bonus Plans

- Stacks bonuses are a core component of comp in SMB. There will be certain instances where stacks bonuses cannot be used.
 - When there are less than 3 people in a group or if similar targets do not exist to measure against, a bonus plan will be used in place of stacks bonus.
 - Two methods can be used:
 - manager will establish goals for each participant, measure each against individual goals, then stack attainment to goals (with payout following normal stacks payouts)
 - Manager can establish goals and measure participants as appropriate as long as the bonus drives performance and promotes differentiation.
 - Bonus plans will use the same budget as stack bonuses; average stack payout for the respective group x the number of participants

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Home

13



Guarantees/Ramped Quotas

- New reps in training will be guaranteed at 100% of Target Incentive (no quota is assigned at this time).
- Guarantees will be provided for significant role changes in certain circumstances
 - A guarantee is a guarantee of 100% Target Incentive payout
 - If actual attainment is less than 100%, payout will be at 100% of TI
 - If actual attainment is greater than 100%, upside with acceleration will be paid out (see acceleration calculation example on slide 8)
- Ramped quotas will be provided in certain circumstances
 - Those on ramped quotas will be capped at 200%
 - Ramped quotas will vary by business
- For newly created teams or where new account sets are created, reps and managers will be floored at 90% and capped at 130% for two months. After that period, the floor/cap will be reviewed. Reps will also receive ramped quotas according to the SMB guarantee matrix (link below)
- For specific information by role and segment, visit the following website:
http://inside.us.dell.com/sales/smb/sales/files/SMB_Guarantee_Policy.xls

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Home

14



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7
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Margin Adders

- Execution Of The Compensation Plan Is Changing
 - Replace cost comps with margin adders
 - No change to S&P
 - Includes a lease adder
- Significant Change To What Rep Sees Today
 - True margin in DOMS, i.e.. Lower margins
 - Adder amounts higher than cost comps, i.e.. Quotas will increase proportionally.
- Margin Adder Dashboard Updated Daily
- Adders will roll up to the manager of the rep at the time the order was placed instead of rolling up to the manager of the rep at the time the order ships

For more information, please visit the following website:

http://d2vyp631.us.dell.com/REPORTING_CENTER.asp

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Home

15



Circle of Excellence

How Do I Qualify to Compete?

- Employees must attain 100% of their annualized quarterly weighted quotas
- Employees must average in the Top 75% in Stacks for 4 quarters in FY06 for their respective sales group.
- Annual attainment for employees who begin at the beginning of FY06 Q2 (5/1/04) will be calculated against 4 quarters of FY06.
- Winners will be selected based on a stack ranking within individual segments, according to competitive sets. Management within each segment will determine which sales roles will comprise and participate in a competitive set.

For additional rules and trip standings, visit the following website:

http://inside.us.dell.com/sales/smb/sales/trip_standings.asp

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Home

16



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8
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Quota Relief

- Quota Relief is given for vacation, floating holidays, jury duty, military leave (with written orders provided to management) and bereavement days. It will also be given in the event of a facility closure to those at that facility (facility must be closed for more than 4 hours).
- The amount of quota relief will be based on the individual's monthly quota divided by the number of shipping days in the month. This returns the daily quota.
 - Example: A rep takes 2 full days of vacation in the month.
 - Sample monthly margin quota of \$80,000 with 20 shipping days in a month returns a daily quota of \$4,000.
 - Total margin relief for the two days vacation would be \$8,000 (\$4,000 daily quota x 2 days vacation).
 - This \$8,000 adjustment will be added to actual margin volume.
- For the Queue, relief is determined by Call Center Operations and is reported to the Salinas Administration team. For 04 ASG, the TSR Manager reports relief to the Salinas Administration team.
- There is no quota relief for PBA
- Quota relief is only given to ACD reps, LORs and TQ TSRs in Company 04:
 - The lump sum adjustment to volume rolls to the manager and all who receive allocations from that rep in Salinas

All time must be recorded properly in Kronos if quota relief is to be given. It is your individual responsibility to verify that all Kronos information is correct prior to Kronos sign off.

For additional detail on quota relief policies, visit the following website:

<http://hr.us.dell.com/HR/Compensation/SalesCompensation/Content/en-us/PlanAdministration/BSDPlanAdministration.htm?MandatoryInclude1:GHROConsole1:PersistentShowHide=hide&MandatoryInclude1:GHROConsole1:PersistConsoleY=27px&MandatoryInclude1:GHROConsole1:PersistConsoleX=2px&noflash=true/quota>

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Mentor Relief

Mentor Relief

- 12 mentor hours = 1 day of quota relief
- 3 day cap per month
- 2 hour GO LIVE Sessions = double hours = 1/3 actual day worth of QR!!!
- Quota relief is tracked through the online evaluation tool
- E-mail is sent several times each month to verify hours logged

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Margin Flooring

Margin Flooring

- DOMS companies 05,15,18 and 45.
- Floor all negative margins orders for a given month.
 - In the following month, floor all current margins but remove fraudulent margin flooring credits given in the prior month (treat invalid margin deals the same as returns).
 - Benefit: Get 100% margin flooring credit for current month, reduce amount of invalid margin deals, and improve the commission payment timing and accuracy (margin flooring can be processed in a day instead of a week).

Dell Confidential [Home](#) 19 

SMB is experiencing tremendous growth resulting in the need for several talented Sales Professionals in:

- BSDR, EBD, Acquisition (LOR), S&P (BSDR, EBD, PAD), ASG (TSR)

THE GOAL IS TO PROMOTE INTERNALLY FIRST!!!

Guidelines for promotion:

- SRIB to SRF
 - 3 month rolling average at 100% Salaries attainment at their quota for all groups other than E-Biz
 - 3 month rolling average of required level of metrics attainment for E-Biz.
 - Must be in satisfactory standing (no written warning)
 - Manager/Director recommendation
- SRII to SRII
 - Sales Rep I moves from Super Queue to Specialty (RSR, LOR, TSR, S&P, EBD, VAR, E-Biz Specialty), and
 - Individual has a minimum of 6 months in the SRII grade
 - Meets or exceeds performance expectations.
 - Is in good standing (no written warning)
- Promotions to SRII and beyond are limited to specialty roles only

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¹⁰
DELL 01830

LOA Guidelines

Responsibility of a Manager when a Rep applies for LOA:
Send the Leave of Absence documentation to Salinas contact as soon as you receive it from UNUM. Even if the Rep's request for LOA is pending, submit it to Salinas contact asap so that they are aware your Rep is out. The final day this request can be submitted is the second business day of the next fiscal month in order to capture it in the quota reduction process.

Quota Reduction for Managers when a Rep is out on LOA (this only applies to BSDT):
The Manager/Team Lead will receive a quota reduction based on the number of days the Rep is out during the fiscal month. The quota reduction will not be applied until all PTO, vacation, floating holiday, and PBA has been finalized in Kronos. However, the quota relief will be applied before final quota reductions take place. *There will be no quota relief for the Rep or Manager when PBA is used in place of LOA.*

Rep's quota while on LOA and receiving STD benefits:
The Rep will continue to hold a full quota while on a LOA and receiving STD benefits. However, they are put in "LOA status" if on approved LOA per HR. While on LOA status and receiving STD benefits, the Rep will neither calculate nor be paid any commissions.

Rep's quota while on unapproved LOA and not receiving STD benefits:
The Rep will continue to hold a full quota while on unapproved LOA. They will not be put in LOA status for the time frame in which they are on unapproved LOA, which means they will continue to accumulate credits from past orders and will be held responsible for any negative impact. Of course, the Rep can use accumulated vacation, PBA or PTO benefits to continue pay during the LOA, and for quota relief purposes, will be treated the same as any other employee using vacation, PBA or PTO benefits.

Dell Confidential [Home](#) 21 

LOA/Return to Work Policy – BSDT Sales Makers

- **Returning to Work**
 - SMB sales makers on approved LOA will receive a reduction in quota to compensate for loss of pipeline/backlog. Any exceptional situation must be reviewed and approved by Director of HR, VP of Sales, and Finance
 - The new quota will be determined by Finance and approved by Sales Management. The quota will be adjusted for backlog and the number of selling days in a month.
 - This applies for the first full fiscal month and any partial month prior to the first full fiscal month upon return
 - S&P will receive 100% guarantee without reduced quota for the first full fiscal month and any partial month prior to the first fiscal month upon return

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11
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Pay Back Policy

- If an overpayment is made to an employee, the individual is responsible to repay the company.
- When a payback situation is discovered during the payroll process, SALINAS Operations will send an email to the sales maker and the Sales Manager. The Sales Manager is responsible for communicating this information to his/her employee. There are two alternatives for repayment:
 - 1.) Have the full amount deducted from the following month's sales incentive paycheck.
 - 2.) Write a check made payable to "Dell Inc." for the net amount of overpayment.
- If option 2 is selected, SALINAS Administration will work with Payroll to determine the net amount and will communicate the pay back amount to the sales maker.
- If SALINAS Operations does not receive an email reply within ten business days, the full amount will automatically be deducted from the following month's sales incentive payment. Participation in the Plan constitutes consent for such deduction.
- Any deviation from this policy will require approval from HR Sales Compensation and the Segment HR representative. The employee must notify SALINAS Operations as soon as possible regarding an exception, so that the automatic deduction does not occur.

23



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Pay Review

- Each month, attainments are reviewed to ensure they are in line with business performance.
 - A review of any rep with attainment greater than 200% occurs in this meeting.
 - Any rep not on ramped quota with attainment greater than 200% will be reviewed on a case by case basis
 - If a rep is on ramped quota, there is an automatic cap of 200%
 - If a rep is on a newly created team or has a newly created account set, then the rep will be floored at 90% or capped at 130% for the first two months (see Guarantees/Ramped Quotas slide for more details)

Review performed by Finance, Sales Leaders, Salinas, HR, Americas Comp

24



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12
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Exceptions Review

- Exceptions review occurs each month in SMB. The purpose of this is to review any extraordinary circumstance that may require adjustment to volume or quota.
 - The following items will not be considered in exceptions review:
 - Duping on orders from other DOMS companies
 - Unapproved work on accounts not in pre-designated account set
 - Untagged ARB orders
 - Orders that do not ship by quarter-end
 - Duplicate credit on spare parts

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25

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- Hiring of assigned workers happens at the end of each month. Quota implications will be handled as follows:
- Quota Reduction for Assigned Workers hired as Dell Employees
 - A former assigned worker hired on as a Dell employee will be provided with a quota reduction in the first month to account for:
 - Break in service (Friday or Saturday) – required by Spherion to have a one day break in service between the end of their Flex assignment and the beginning of their Dell assignment.
 - 4 hours of new hire orientation (First Monday)
- Backlog
 - Flex employees will not carry backlog into a full-time role
 - Backlog from the flex employee on the TQ hired as full-time will flow to the TQ attainment and TQ managers
 - Backlog will roll up to the manager of the rep at the time the order was placed

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26

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Manager Quota Calculations/Reductions (BSDT only)

Managers' attainment is typically calculated as the rollup of team volume/rollup of team quota

In most cases, the Manager holds 100% of a Rep's quota. Some situations allow a lower quota responsibility for the manager:

Rep Terminations: In the SQ, manager quota will be prorated for the time the rep was employed. In the TQ, manager quota will be determined by excluding the entire month's quota and volume for the termed rep. In MMD, if a rep term during a month puts more than 10% of the manager's quota at risk, this should be submitted and discussed in exceptions review.

New Transfer onto team: In the SQ, Manager will pick up volume and quota of new rep for time in role. In the TQ, any new reps who are not present for a full fiscal month will not be included in a TQ manager's attainment nor stacks calculation.

Leave of Absence: Manager holds quota based on last day rep took calls, unless otherwise specified by LOA policy (see LOA policy)

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27



Manager Quota Calculations/Reductions (MM only)

-A managers' attainment is typically calculated as the rollup of team volume divided by rollup of team quota

-Exception - new managers who are not carrying the backlog from their prior role will be paid on the average attainment of their team.

-A manager in the relationship space is responsible for the total quota rolled to him/her. If a rep receives a quota adjustment outside of normal process, this will not flow to the manager. Any special circumstance must be reviewed in the formal exceptions review process.

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28



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14
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Coaches/Rotations/International Assignments

- Coach Roles

- Commission payouts will be equal to 100% or previous six months average Salinas attainment
- The quarterly performance bonus will be tied to improvement targets of the teams/individuals assigned to the coach. The quarterly bonus amount is from \$0-\$5,000 in increments of \$1,000 determined by performance.
 - See your manager for performance objectives and bonus specifics
- Coaches are not eligible for SPIFs

- Rotation Roles

- Commission payouts will be equal to 100% or previous six months average Salinas attainment
- Employee will be eligible for the bonus targets of the group they came from
- Rotations are not eligible for SPIFs

- International Assignments

- Commission payouts will be equal to the average payout, including bonus, contest and spiff dollars, for the prior four quarters
- Specific questions should be directed to the Global Mobility team

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29



Comp Plan

- For specifics on the SMB sales compensation plan, visit the following website:
http://inside.us.dell.com/sales/smb/sales/files/FY06_SMBPlan_Q1%20FY06.ppt

All information disclosed in the plan is confidential and proprietary to Dell.

- For additional information on sales plan administration (including pay back process), please visit the following website:
<http://hr.us.dell.com/HR/Compensation/SalesCompensation/Content/en-us/PlanAdministration/BSDPPlanAdministration.htm?MandatoryInclude1:GHROConsole1:PersistShowHide=hide&MandatoryInclude1:GHROConsole1:PersistConsoleY=27px&MandatoryInclude1:GHROConsole1:PersistConsoleX=2px&noflash=true>

- Additional online training related to Sales Compensation
 "My Learning" course number MGMT2694

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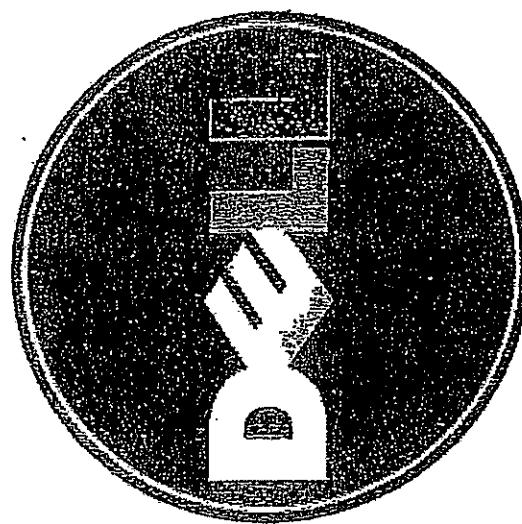
30



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15
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Kronos



New Hire Training

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| |
|---------------|
| Gandhi |
| EXHIBIT NO. 2 |
| 11-05-08 8022 |

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2

Objectives

- Identify the importance of Kronos
- Define the primary pay codes within Kronos
- Complete your Kronos Timecard

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KRONOS

You and Dell Home
Tools for the Job
Maintenance Tools

<http://newinside.dell.com/Pages/usHome.a>

YOUR HEALTH & INSURANCE

- View/Change/Enroll - Your Benefits
- Your Flexible Spending Account
- Fitness Centers
- More Benefits

YOUR PAY & INVESTMENTS

- My 401(k)
- My Check Stub
- Kronos Timesheet
- Payroll Home
- More Pay and Investments

YOUR DEVELOPMENT

- Compliance Courses (Global Ethics)
- Take a Course (My Learning)
- My Performance (Performance Direct)
- Find A Mentor (Global Diversity)
- New Hire Tour
- More Development...

PERSONAL INFORMATION

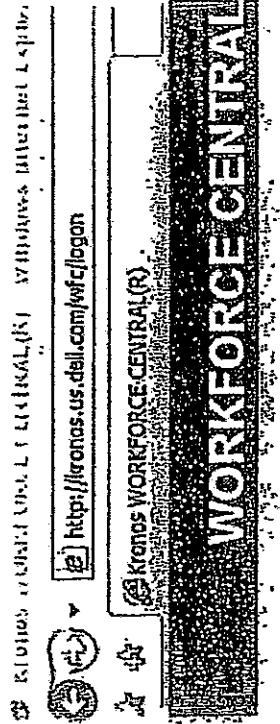
- My Home (Personal Info.)
- Update Personal Information (HR Direct Tool)

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KRONOS

Use KRONOS to
make sure you get
PAID!

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NT Americas Login
and password required

LOG ON

User Name (use lower case)

Password

- You must enter KRONOS times before your manager can approve your timecard.
- You will NOT receive a paycheck if you don't report your hours!

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My Timecard

KRONOS

MY INFORMATION ▾

MY TIMES ▾

MY TIMECARD

Loaded: 1:40PM

Time Period: Current Pay Period

| Date | Pay Code | Amount | In | Out | Transfer | Out |
|----------|----------|--------|----|-----|----------|-----|
| Mon 4/14 | | | | | | |
| Tue 4/15 | | | | | | |
| Wed 4/16 | | | | | | |
| Thu 4/17 | | | | | | |
| Fri 4/18 | | | | | | |
| Sat 4/19 | | | | | | |
| Sun 4/20 | | | | | | |
| Mon 4/21 | | | | | | |
| Tue 4/22 | | | | | | |
| Wed 4/23 | | | | | | |
| Thu 4/24 | | | | | | |
| Fri 4/25 | | | | | | |
| Sat 4/26 | | | | | | |

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Recording Hours Worked

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Once a
lone
boy
was
saved
from
drown-
ing.

Lost Souls of Zillibid
My Timecard

| Date | Pay Code | Amount | In | Out | Transfer | Shift | Daily | Cumulative |
|----------|----------|--------|----|-----|----------|-------|-------|------------|
| Mon 4/11 | | | | | | 6:00 | | 6:00 |
| Tue 4/12 | | | | | | 6:00 | | 6:00 |
| Wed 4/13 | | | | | | 6:00 | | 6:00 |
| Thu 4/14 | | | | | | 6:00 | | 6:00 |
| Fri 4/15 | | | | | | 6:00 | | 6:00 |
| Sat 4/16 | | | | | | 6:00 | | 6:00 |
| Sun 4/17 | | | | | | 6:00 | | 6:00 |
| Mon 4/18 | | | | | | 6:00 | | 6:00 |
| Tue 4/19 | | | | | | 6:00 | | 6:00 |
| Wed 4/20 | | | | | | 6:00 | | 6:00 |
| Thu 4/21 | | | | | | 6:00 | | 6:00 |
| Fri 4/22 | | | | | | 6:00 | | 6:00 |
| Sat 4/23 | | | | | | 6:00 | | 6:00 |
| Sun 4/24 | | | | | | 6:00 | | 6:00 |
| Mon 4/25 | | | | | | 6:00 | | 6:00 |
| Tue 4/26 | | | | | | 6:00 | | 6:00 |
| Wed 4/27 | | | | | | 6:00 | | 6:00 |

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Recording Time Away Such as Vacation/PBA

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Scenario 1

- Reginald has a scheduled shift of 8am – 5pm. Today (Monday), Reginald came into work at 7:30 am and left the office at 6pm. He took a forty five minute lunch at noon.
- What should Reginald's timecard look like for Monday?

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Scenario 2

- For the rest of the week Reginald has a family vacation scheduled. He will return the next Monday.
- What does the rest of Reginald's timecard look like?

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